

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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DK ACQUISITION PARTNERS, L. P., :
KENSINGTON INTERNATIONAL LIMITED, :
RUSHMORE CAPITAL-I, L. L. C., RUSHMORE :
CAPITAL-II, L. L. C., and SPRINGFIELD :
ASSOCIATES, LLC, :
:

Plaintiffs, :

- against - :

J. P. MORGAN CHASE & CO., JPMORGAN CHASE :
BANK, J. P. MORGAN SECURITIES INC., CITIGROUP :
INC., CITIBANK, N.A., and CITIGROUP GLOBAL :
MARKETS, INC. f/k/a Salomon Smith Barney, :
:

Defendants. :
----- X

08 Civ. 0446 (LTS)

**MOTION TO ADMIT
COUNSEL PRO HAC VICE**

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Courts for
the Southern and Eastern Districts of New York, I, a member in good standing of the bar of this
Court, hereby move for an Order allowing the admission pro hac vice of James B. Heaton, III,
Cindy L. Sobel, and Joseph C. Smith, whose contact information is below:

James B. Heaton, III
Cindy L. Sobel
BARTLIT BECK HERMAN PALENCHAR & SCOTT LLP
Couthouse Place
54 West Hubbard Street, Suite 300
Chicago, Illinois 60610
Telephone: (312) 494-4400
Facsimile: (312) 494-4440

Joseph C. Smith
BARTLIT BECK HERMAN PALENCHAR & SCOTT LLP
1899 Wynkoop Street, 8th Floor
Denver, Colorado 80202
Telephone: (303) 592-3100
Facsimile: (303) 592-3140

James B. Heaton, III and Cindy L. Sobel are each members in good standing of the bar of the State of Illinois, and Joseph C. Smith is a member in good standing of the bar of the State of Colorado. There are no pending disciplinary proceedings against any of the foregoing attorneys in any state or federal court.

Dated: April 11, 2008

Respectfully submitted,

KLEINBERG, KAPLAN, WOLF & COHEN, P.C.

By: 

David Parker

551 Fifth Avenue
New York, NY 10176
Tel: (212) 986-6000
Fax: (212) 986-8866

Attorneys for Plaintiffs **DK ACQUISITION
PARTNERS, L. P., KENSINGTON
INTERNATIONAL LIMITED,
RUSHMORE CAPITAL-I, L. L. C.,
RUSHMORE CAPITAL-II, L. L. C.,
and SPRINGFIELD ASSOCIATES, LLC**

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Plaintiffs,

- against -

J. P. MORGAN CHASE & CO., JPMORGAN CHASE
BANK, J. P. MORGAN SECURITIES INC., CITIGROUP
INC., CITIBANK, N.A., and CITIGROUP GLOBAL
MARKETS, INC. f/k/a Salomon Smith Barney,

Defendants.
----- X

08 Civ. 0446 (LTS)

**AFFIDAVIT IN SUPPORT
OF MOTION TO ADMIT
COUNSEL PRO HAC VICE**

DAVID PARKER, being duly sworn, hereby deposes and says as follows:

1. I am a shareholder and director of Kleinberg, Kaplan, Wolff & Cohen, P.C., counsel for plaintiffs DK Acquisition Partners, L. P., Kensington International Limited, Rushmore Capital-I, L. L. C., Rushmore Capital-II, L. L. C., and Springfield Associates, LLC (collectively, the "Plaintiffs"), in the above-captioned action. I am familiar with the proceedings in this case. I make this statement based upon my personal knowledge of the facts set forth herein and in support of Plaintiffs' motion to admit James B. Heaton, III, Cindy L. Sobel, and Joseph C. Smith as counsel pro hac vice to represent Plaintiffs in this matter.

2. I am a member in good standing of the bar of the State of New York, and was admitted to practice law in 1974. I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.

3. I have known James B. Heaton, III and Joseph C. Smith since 2003, and have known Cindy L. Sobel since 2007.

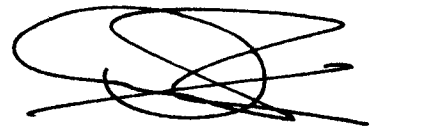
4. James B. Heaton, III and Joseph C. Smith are partners at Bartlit Beck Herman Palenchar & Scott LLP ("Bartlit Beck"). Cindy L. Sobel is an associate at Bartlit Beck. Certificates reflecting the good standing of James B. Heaton, III and Cindy L. Sobel in the State of Illinois are annexed hereto as Exhibits A and B, respectively, and a certificate reflecting the good standing of Joseph C. Smith in the State of Colorado is annexed hereto as Exhibit C.

5. I have found James B. Heaton, III, Cindy L. Sobel and Joseph C. Smith to be skilled attorneys and persons of integrity. They are experienced in federal practice and are familiar with the Federal Rules of Procedure.

6. Accordingly, I am pleased to move for the admission pro hac vice of James B. Heaton, III, Cindy L. Sobel and Joseph C. Smith.


7. I respectfully submit a proposed order granting the admission pro hac vice of James B. Heaton, III, Cindy L. Sobel and Joseph C. Smith, which is attached hereto as Exhibit D.

WHEREFORE it is respectfully requested that the motion to admit pro hac vice James B. Heaton, III, Cindy L. Sobel and Joseph C. Smith to represent Plaintiffs in the above-captioned matter be granted.



David Parker

Sworn to before me this
11th day of April 2008


Notary Public

LINDA CLASSI
Notary Public, State of New York
No. 01CL4931748
Qualified in Nassau County
Commission Expires May 31, 2008
2010



ATTORNEY REGISTRATION AND DISCIPLINARY COMMISSION
of the
SUPREME COURT OF ILLINOIS

One Prudential Plaza
130 East Randolph Drive, Suite 1500
Chicago, IL 60601-6219
(312) 565-2600 (800) 826-8625
Fax (312) 565-2320

One North Old Capitol Plaza, Suite 333
Springfield, IL 62701
(217) 522-6838 (800) 252-8048
Fax (217) 522-2417

James Breckinridge Heaton, III
Bartlit Beck Herman Palenchar & Scott LLP
54 W. Hubbard, Suite 300
Chicago, IL 60610-4697

Chicago
Monday, March 31, 2008

In re: James Breckinridge Heaton, III
Admitted: 11/4/1999
Attorney No. 6269923

To Whom It May Concern:

The records of the Clerk of the Supreme Court of Illinois and of this office indicate that the attorney named above was admitted to the practice of law in Illinois; is currently registered on the master roll of attorneys entitled to practice law in this state; and has never been disciplined; and is in good standing.

Very truly yours,
Jerome Larkin
Administrator

By: 
Roxanne Trenter
Deputy Registrar

RT



ATTORNEY REGISTRATION AND DISCIPLINARY COMMISSION
of the
SUPREME COURT OF ILLINOIS

One Prudential Plaza
130 East Randolph Drive, Suite 1500
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Fax (312) 565-2320

One North Old Capitol Plaza, Suite 333
Springfield, IL 62701
(217) 522-6838 (800) 252-8048
Fax (217) 522-2417

Cindy Lynn Sobel
Bartlit Beck Herman Palenchar & Scott
54 W Hubbard Street, Suite 900
Chicago, IL 60610-8174

Chicago
Monday, March 31, 2008

In re: Cindy Lynn Sobel
Admitted: 11/4/2004
Attorney No. 6284026

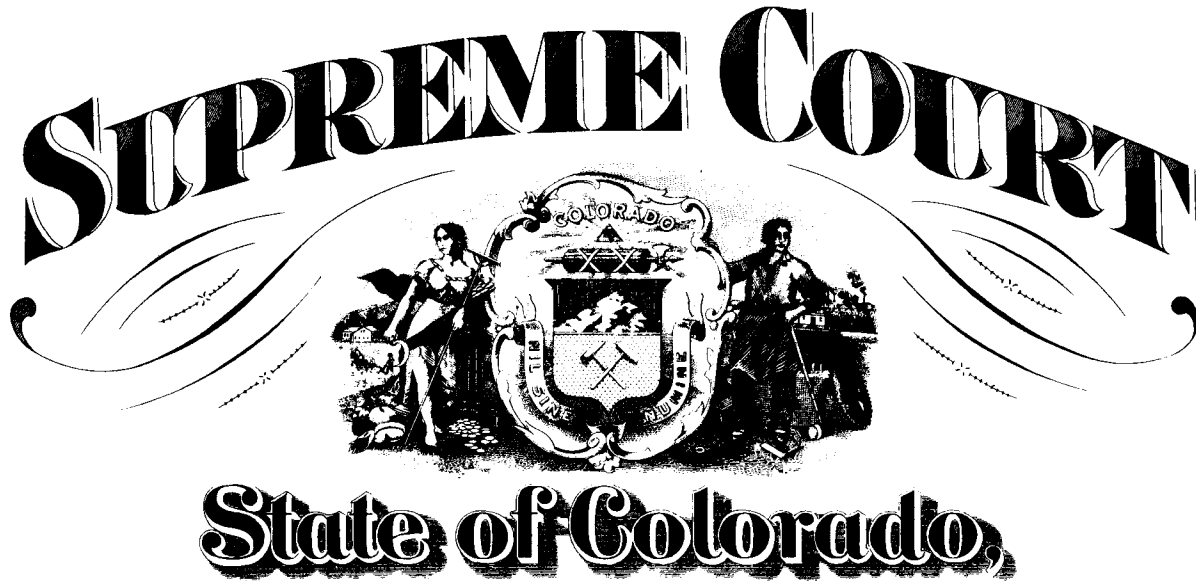
To Whom It May Concern:

The records of the Clerk of the Supreme Court of Illinois and of this office indicate that the attorney named above was admitted to the practice of law in Illinois; is currently registered on the master roll of attorneys entitled to practice law in this state; and has never been disciplined; and is in good standing.

Very truly yours,
Jerome Larkin
Administrator

By: 
Roxanne Trenter
Deputy Registrar

RT



STATE OF COLORADO, ss:

I, Susan J. Festag Clerk of the Supreme Court of the State of Colorado, do hereby certify that

JOSEPH CARROLL SMITH, Jr.

has been duly licensed and admitted to practice as an

ATTORNEY AND COUNSELOR AT LAW

within this State; and that his/her name appears upon the Roll of Attorneys and Counselors at Law in my office of date the 29th

day of October A. D. 1991 and that at the date hereof the said JOSEPH CARROLL SMITH, Jr.

is in good standing at this Bar.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the Seal of said Supreme Court, at Denver, in said State, this

9th day of April A. D. 2008

Susan J. Festag

Clerk



UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----	X	
DK ACQUISITION PARTNERS, L. P.,	:	
KENSINGTON INTERNATIONAL LIMITED,	:	
RUSHMORE CAPITAL-I, L. L. C., RUSHMORE	:	
CAPITAL-II, L. L. C., and SPRINGFIELD	:	08 Civ. 0446 (LTS)
ASSOCIATES, LLC,	:	
	:	ORDER FOR ADMISSION
Plaintiffs,	:	PRO HAC VICE
	:	<u>ON WRITTEN MOTION</u>
- against -	:	
	:	
J. P. MORGAN CHASE & CO., JPMORGAN CHASE	:	
BANK, J. P. MORGAN SECURITIES INC., CITIGROUP	:	
INC., CITIBANK, N.A., and CITIGROUP GLOBAL	:	
MARKETS, INC. f/k/a Salomon Smith Barney,	:	
	:	
Defendants.	:	
	:	
-----	X	

Upon the motion of Kleinberg, Kaplan, Wolff & Cohen, P.C., attorneys for plaintiffs DK Acquisition Partners, L. P., Kensington International Limited, Rushmore Capital-I, L. L. C., Rushmore Capital-II, L. L. C., and Springfield Associates, LLC (collectively, the "Plaintiffs"), and David Parker's affidavit in support;

IT IS HEREBY ORDERED that James B. Heaton, III, Cindy L. Sobel, and Joseph C. Smith:

James B. Heaton, III
Cindy L. Sobel
BARTLIT BECK HERMAN PALENCHAR & SCOTT LLP
Couthouse Place
54 West Hubbard Street, Suite 300
Chicago, Illinois 60610
Telephone: (312) 494-4400
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1899 Wynkoop Street, 8th Floor
Denver, Colorado 80202
Telephone: (303) 592-3100
Facsimile: (303) 592-3140

are each admitted to practice pro hac vice as counsel for Plaintiffs in the above-captioned case in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at nysd.uscourts.gov. Counsel shall forward the pro hac vice fee to the Clerk of Court.

Dated: _____

Honorable Laura T. Swain
United States District Judge
Southern District of New York

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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DK ACQUISITION PARTNERS, L. P.,	:	
KENSINGTON INTERNATIONAL LIMITED,	:	
RUSHMORE CAPITAL-I, L. L. C., RUSHMORE	:	
CAPITAL-II, L. L. C., and SPRINGFIELD	:	
ASSOCIATES, LLC,	:	
	:	
Plaintiffs,	:	08 Civ. 0446 (LTS)
	:	
- against -	:	<u>CERTIFICATE</u>
	:	<u>OF SERVICE</u>
	:	
J. P. MORGAN CHASE & CO., JPMORGAN CHASE	:	
BANK, J. P. MORGAN SECURITIES INC., CITIGROUP	:	
INC., CITIBANK, N.A., and CITIGROUP GLOBAL	:	
MARKETS, INC. f/k/a Salomon Smith Barney,	:	
	:	
Defendants.	:	
	:	
-----	x	

I, MARC R. ROSEN, counsel for plaintiffs, hereby certify that, on April 11, 2008, true copies of the Motion To Admit Counsel Pro Hac Vice dated April 11, 2008, the Affidavit by Marc R. Rosen in Support of Motion To Admit Counsel Pro Hac Vice sworn to on April 11, 2008, and the attached exhibits including the certificate of good standing and the proposed order – all relating to James B. Heaton, III, Cindy L. Sobel and Joseph C. Smith – were served upon David Woll, **SIMPSON THACHER & BARTLETT LLP**, Attorneys for Defendants **J.P. MORGAN CHASE & CO., JPMORGAN CHASE BANK, and J.P. MORGAN SECURITIES INC.**, 425 Lexington Avenue New York, NY 10017, and upon Michael Gertzman, **PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP**, Attorneys for

CITIGROUP INC., CITIBANK, N.A. and CITIGROUP GLOBAL MARKETS, INC.
F/K/A SALOMON SMITH BARNEY, 1285 Avenue of the Americas New York, NY 10019,
by United States first-class mail delivery.



Marc R. Rosen (MR-9844)